

This is the form of material change report required under section 85(1) of the Securities Act and section 151 of the Securities Rules.

FORM 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

G W R RESOURCES INC.

Box 545

Armstrong, B.C.

V0E 1B0

Item 2. Date of Material Change

September 21, 2000

Item 3. Press Release

September 21, 2000; Vancouver, B.C.

Item 4. Summary of Material Change

Further to the Company's news release dated July 20, 2000, the Company has not arranged the private placement of up to 470,588 units at a price of \$0.85 per unit for gross proceeds of \$400,000. Due to market conditions, the price has been reduced to \$0.50 and the maximum number of units has been reduced to 400,000, for gross proceeds of \$200,000. This private placement is subject to regulatory approval.

Item 5. Full Description of Material Change

Further to the Company's news release dated July 20, 2000, the Company has not arranged the private placement of up to 470,588 units at a price of \$0.85 per unit for gross proceeds of \$400,000. Due to market conditions, the price has been reduced to \$0.50 and the maximum number of units has been reduced to 400,000, for gross proceeds of \$200,000. This private placement is subject to regulatory approval.

Each unit will consist of one common share plus one non-transferable warrant to purchase an additional common share for a period of 2 years at a price of \$0.50 per share during the first year and \$0.75 per share during the second year.

The proceeds of the private placement will be used for unallocated working capital and to fund the Company's ongoing drill program on the Ann claims, which form part of the Company's Lac La Hache properties. The Company is

currently drilling hole 00-21, which is the 25th hole of the program which started in November 1999.

Item 6. Reliance on section 85(2) of the Act

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officers

Irvin Eisler, President
Tel: (250) 546-8048

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED this 21st day of September, 2000.

"Irvin Eisler"
(signature)

Irvin Eisler
Name

President
Position

Vancouver, B.C.
Place of Declaration